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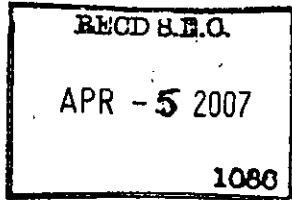
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FORM D

U.S. Securities and Exchange Commission  
Washington, D.C. 20549



REC'D S.E.C.

APR 5 - 2007

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

076

Name of Offering: PHANTOM AUSTRALIA 2007 LLC

( Check if this is an amendment and name has changed, and indicate change.)

Filed under: Rule 504 Rule 505 x Rule 506  
Section 4(6) ULOE

Type of Filing: x New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Name of Issuer: PHANTOM AUSTRALIA 2007 LLC

Address of Executive Offices Telephone  
1776 Broadway, Suite 1400 212 869-4233  
New York, NY 10019

Address of Principal Business Operations if different:  
N/A

PROCESSED

APR 11 2007

B THOMSON  
FINANCIAL

Brief Description of Business:

Production of musical stage play, "PHANTOM OF THE OPERA"

Type of business Organization:  
limited liability company

Estimated or actual date of Organization: 3/2007

Estimated X Actual

Jurisdiction of Organization: Delaware

2.

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Grain of Sand Productions, LLC

1776 Broadway, Suite 1400

New York, NY 10019

Categories that apply:

Officer, Director or Manager of Corporate or LLC Manager

Name and Address:

Williams, Elizabeth

838 West End Avenue, #8A

New York, New York 10025

## B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

YES ☐ NO ☒

2. What is the minimum investment that will be accepted from any individual?

\$5,000

3. Does the offering permit joint ownership?

☒ YES ☐ NO

4. Information about persons receiving commission or similar remuneration for soliciting purchasers: N/A

**C. OFFERING PRICE, NUMBER OF INVESTORS,  
EXPENSES, AND USE OF PROCEEDS**

1. Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	0	0
Equity	0	0
Convertible Securities (including warrants)	0	0
Partnership Interests		
Other	0	0
Limited Liability Company Interests	\$820,000	0
<b>TOTAL</b>	<b>\$820,000</b>	<b>0</b>

2.	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	0
Non-Accredited Investors	0	0
<b>TOTAL (for filings under Rule 504 only)</b>	<b>0</b>	<b>0</b>

3. For Filings Under 504, 505, all information for all securities sold by issuer to date in offerings of the types indicated in the 12 months prior to the first sale of securities in this offering.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	0
Regulation A	N/A	0
Rule 504	N/A	0
<b>TOTAL</b>	<b>None</b>	<b>0</b>

4.

a. Expenses in connection with the issuance and distribution of the securities in this offering, excluding amounts relating solely to organization expenses of issuer

Transfer Agent's Fees	\$
Printing and Engraving Costs	\$
Legal Fees	x \$ 7,500
Accounting Fees	\$
Engineering Fees	\$
Sales Commissions	\$
Other Expenses	x \$ 2,500
(Identify) Blue Sky photocopying, etc.	
TOTAL:	x \$ 10,000

b. The difference between aggregate offering price in Part C., question 1 and Total Expenses:

x \$810,000

5. Amount of adjusted gross proceeds to the issuer [all amounts are estimates]

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and Fees	\$	\$
Purchase of Real Estate	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	\$	\$
Construction or leasing of plant buildings and facilities	\$	\$
Acquisition of other businesses*	\$	\$

\*(including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)

Repayment of Indebtedness	\$	\$
Working capital	\$	\$

Other: contribution to capitalization of Australian Production Company	x \$	x\$810,000
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Column Totals:	x \$	x\$810,000
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Total Payments Listed: (column totals added)	x \$ 810,000
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#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

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Issuer:	Signature:	Date:
PHANTOM AUSTRALIA 2007 LLC		March 28, 2007

Name of Signer:	Title of Signer:
Elizabeth Williams	Manager, Grain of Sand Productions, LLC Manager of the Issuer

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END